

wherein:

R₁ is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R₂ and R₂' are independently chosen from hydrogen, alkyl, oxaalkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl; or R₂ and R₂' taken together form a 3- to 7-membered ring, provided that R₂ and R₂' are different;

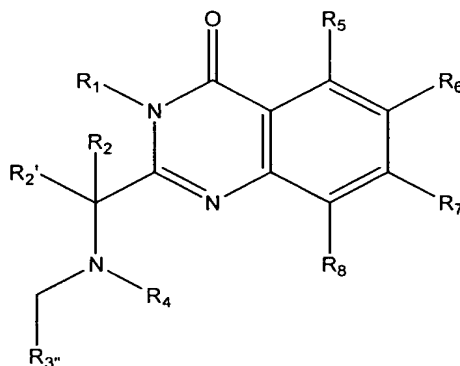
R₃'' is chosen from alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R₄ is chosen from lower alkyl; cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; substituted benzyl; heterocyclyl; heteroarylmethyl; heteroarylethyl; heteroarylpropyl and R₁₆-alkylene, wherein R₁₆ is di(lower alkyl)amino, (lower alkyl)amino, amino, lower alkoxy, or N-heterocyclyl; and

R₅, R₆, R₇ and R₈ are independently chosen from hydrogen, alkyl, alkoxy, halogen, fluoroalkyl, nitro, dialkylamino, alkylsulfonyl, alkylsulfonamido, sulfonamidoalkyl, sulfonamidoaryl, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, aryl and heteroaryl.

32-52. (Cancelled)

53. (Currently Amended) A compound having the following structure:



according to claim 31 wherein:

R₁ is chosen from hydrogen, lower alkyl, substituted lower alkyl, benzyl, substituted benzyl, phenyl, naphthyl and substituted phenyl;

R₂ is chosen from ~~hydrogen~~, lower alkyl and substituted lower alkyl and R₂' is hydrogen;

R₃'' is chosen from C₁-C₁₃ alkyl; substituted lower alkyl; phenyl; naphthyl; phenyl substituted with halo, lower alkyl, lower alkoxy, nitro, methylenedioxy, or trifluoromethyl; biphenyl, benzyl and heterocyclyl; and

R₄ is chosen from lower alkyl, substituted lower alkyl, cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; substituted benzyl, heterocyclyl, heteroarylmethyl; heteroarylethyl; heteroarylpropyl and R₁₆-alkylene, wherein R₁₆ is di(lower alkyl)amino, (lower alkyl)amino, amino, lower alkoxy, or N-heterocyclyl.

54. (Currently Amended) A compound according to claim 53 wherein

R₁ is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;

R₂ is ~~hydrogen or lower alkyl~~ **ethyl or propyl**;

R₂' is hydrogen;

R₃'' is chosen from said substituted phenyl, heterocyclyl and naphthyl;

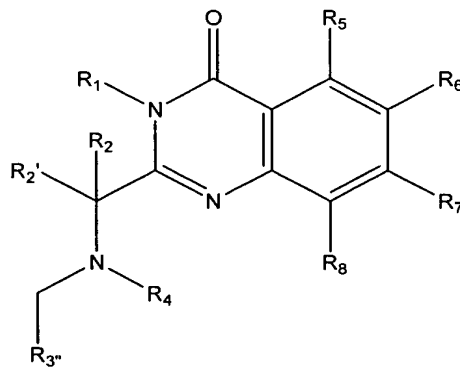
R₄ is chosen from substituted benzyl, heterocyclyl substituted lower alkyl and R₁₆-alkylene-;

R₆ and R₇ are chosen from hydrogen and halogen;

R₅ and R₈ are hydrogen;

R₁₆ is chosen from di(lower alkylamino), (lower alkyl)amino, amino, pyrrolidino, piperidino, imidazolyl and morpholino.

55. (Currently amended) A compound **having the following structure:**



~~according to claim 54~~ wherein

R₁ is benzyl;

R₂ is ethyl;

R₂' is hydrogen;

R₃ is chosen from halophenyl, polyhalophenyl, tolyl, dimethylphenyl, methoxyphenyl, dimethoxyphenyl, cyanophenyl, trifluoromethylphenyl, trifluoromethoxyphenyl, bis(trifluoromethyl)phenyl, carboxyphenyl, t-butylphenyl, methoxycarbonylphenyl, piperidinyl and naphthyl;

R₄ is chosen from substituted benzyl, piperidinyl, hydroxy(lower alkyl) and R₁₆-alkylene-;

R₆ and R₇ are chosen from hydrogen and halo;

R₅ and R₈ are hydrogen;

R₁₆ is chosen from dimethylamino, amino, pyrrolidinyl and piperidinyl.

56. (Currently Amended) A compound according to claim ~~any of claims 31 or 53 to 55~~ wherein the carbon to which R₂ and R₂' are attached is of the R configuration.

57-59. (Cancelled)

60. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound or salt of claim 31, 53, 54, 55, or 56.

61-63. (Withdrawn)

64. (New) A compound according to claim 53, wherein the carbon to which R₂ and R₂' are attached is of the R configuration.

65. (New) A compound according to claim 54, wherein the carbon to which R₂ and R₂' are attached is of the R configuration.

66. (New) A compound according to claim 55, wherein the carbon to which R₂ and R₂' are attached is of the R configuration.